

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
37 BESEN PARKWAY, LLC, on behalf of itself)	Civil Action No. 15-cv-9924
and all others similarly situated,)	
)	
Plaintiff,)	
)	
vs.)	
)	
JOHN HANCOCK LIFE INSURANCE)	
COMPANY (U.S.A.),)	
)	
Defendant.)	
_____)	

**DECLARATION OF ELIAZER KLEIN IN SUPPORT OF
MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND
MOTION FOR ATTORNEYS' FEES, REIMBURSEMENT OF LITIGATION
EXPENSES, AND INCENTIVE AWARDS**

I, Eliazer Klein, declare as follows:

1. I make this declaration in support of Plaintiff's Motion for Final Approval of Class Action Settlement and Class Counsel's Motion for Attorneys' Fees, Reimbursement of Litigation Expenses, and Incentive Awards. I have personal knowledge of the facts stated herein, and if called upon as a witness, I would and could testify competently as to the matters set forth herein.

2. I am authorized to act on behalf of 37 Besen Parkway, LLC, the named plaintiff in this action, and was one of the two corporate representatives that testified on its behalf in this action. The Court designated 37 Besen Parkway, LLC as the class representative of the settlement class when it granted preliminary approval to the \$91.25 million dollar class action settlement.

3. As a representative of the named Plaintiff, and in consultation with Class Counsel, I am knowledgeable about the nature of this case and have actively monitored the progression of the case, from its inception in 2015 through the current date. I have regularly discussed the status of the case with Class Counsel. I understand that the case is pending in federal district court in the Southern District of New York and that the Court is supervising it. I also know that final approval or disapproval of the proposed Settlement are matters that the Court will be addressing.

4. I understand that as the class representative, 37 Besen Parkway, LLC has different duties and responsibilities than it would have if this case were brought solely on its behalf. For instance, I understand that it was my responsibility as the manager of 37 Besen Parkway, LLC to keep informed about important events in the case and have done so. Another responsibility I have, which I believe I have fulfilled, is to make sure that the Class has adequate legal representation. I have assured myself that the lawyers at Susman Godfrey L.L.P. that represented

37 Besen Parkway, LLC in this action are experienced in litigating class action and life insurance cases.

5. I have been actively working with the law firm Susman Godfrey L.L.P. on this litigation, and I have already spent considerable time pursuing this case. I have searched for and produced documents responsive to requests by John Hancock, reviewed pleadings and orders in the case, stayed informed and updated about developments in the case, and traveled to New York to be deposed for a full day, and assisted on the filing of a prior declaration in support of Plaintiff's Motion For Class Certification (Dkt. 116, dated March 12, 2018). I also prepared for that deposition with my counsel, Steven Sklaver and Glenn Bridgman from Susman Godfrey L.L.P., for a full-day, in Montreal. In addition, my father Arnold Klein, the trustee of the trust that formally owns 37 Besen Parkway, LLC, was deposed for an additional day by John Hancock, and we prepared for his deposition together with our counsel, Steven Sklaver and Rohit Nath from Susman Godfrey L.L.P., in advance.

6. I also understand that part of my duty is to review the terms of the settlement and to determine whether, in my view, those terms, including the consideration to be paid to Class members, are fair to the Class. Based on my involvement throughout the prosecution and resolution of this matter, I believe that the proposed \$91.25 million settlement is fair, reasonable, and adequate to the Class. Therefore, I approve of and support the proposed Settlement and agree with my counsel's recommendations that the Settlement be accepted.


7. I understand that John Hancock has agreed that the two representatives of 37 Besen Parkway, LLC who testified in this action may seek payment of an incentive award from the settlement fund in an amount up to \$40,000 each, for our time expended in the furtherance of the litigation, if approved by the Court. In my role as manager of 37 Besen Parkway, LLC, I have

spent many hours on this case, including tasks such as conferring with counsel, reviewing communications from counsel, responding to document requests and interrogatories, preparing for, traveling to, and attending my deposition, and reviewing my deposition transcript. I also had to spend substantial time addressing numerous issues raised by discovery conducted by John Hancock on other parties involved in the procurement of the life insurance policy at issue in this case. This was time that I did not spend conducting my usual business. Likewise, my father spent numerous hours answering John Hancock's discovery requests about the formation and operation of 37 Besen Parkway, LLC, as well as preparing for, traveling to, and attending his deposition.

8. I also believe that Class Counsel's request for an award of attorneys' fees in the amount of thirty-percent of the settlement fund is fair, adequate, and reasonable. I have considered this fee request in light of the work performed by Class Counsel as well as the substantial recovery obtained for the Class. I think the requested fee in this case is fair and reasonable in light of the excellent results achieved in this case through Class Counsel's vigorous efforts. I further believe that the litigation expenses that Class Counsel requests for reimbursement are reasonable, and represent the costs and expenses necessary for the successful prosecution and resolution of this case. Based on foregoing, and consistent with its obligation to obtain the best result at the most efficient cost on behalf of the Class, I fully support the Motion for Attorneys' Fees, Reimbursement of Litigation Expenses, and Incentive Awards.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: 1/17/2019



Eliazer Klein, on behalf of Plaintiff 37
Besen Parkway, LLC

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

37 BESEN PARKWAY, LLC, on behalf of itself
and all others similarly situated,

Plaintiff,

vs.

JOHN HANCOCK LIFE INSURANCE
COMPANY (U.S.A.),

Defendant.

Civil Action No. 15-cv-9924

DECLARATION OF SERVICE

I, Glenn C. Bridgman, declare:

1. I am over eighteen years of age, I am not a party to this action, and I am an employee with the law firm of Susman Godfrey L.L.P., in the Los Angeles, California office.

2. My business address is 1900 Avenue of the Stars, Suite 1400, Los Angeles, California 90067.

3. On January 18, 2019, I served a copy of the aforementioned document via the court's CM/ECF system upon the following:

Alan Borden Vickery
avickery@bsflp.com
John Francis La Salle, III
jlasalle@bsflp.com
Yotam Barkai
ybarkai@bsflp.com
BOIES, SCHILLER & FLEXNER LLP
575 Lexington Avenue, 7th Floor
New York, NY 10022
T: 212 446 2300
F: 212 446 2350

Joseph Fields Kroetsch
jkroetsch@bsflp.com
Motty Shulman
mshulman@bsflp.com
BOIES, SCHILLER & FLEXNER LLP
333 Main Street
Armonk, NY 10504
T: 914 749 8200
F: 914 749 8300

*Attorneys for Defendant,
John Hancock Life Insurance Company (U.S.A.)*

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 18, 2019, at Los Angeles, California.

/s/ Glenn C. Bridgman
Glenn C. Bridgman